

BY - LAWS

GOVERNMENT EMPLOYEES' HEALTH ASSOCIATION

Article I

Name - Purposes

Section 1.

The name of this corporation shall be the Government Employees' Health Association, Inc. (GEHA, Inc.).

Section 2.

The particular business and object of this corporation shall be to establish and maintain an employee benefit association providing group or other insurance benefit programs to members and their dependents in such manner as to comply with the operational and security requirements of the Central Intelligence Agency. In this connection, the Association will negotiate favorable insurance contracts with the underwriting companies or agents acceptable to the Association. These contracts will be drawn so as to fulfill the insurance requirements peculiar to the membership of the Association. The Association shall also assure that proper arrangements are made to provide for the collection of individual premiums, transmissions of monthly premium payments to underwriting companies and for the proper payment of claims.

Article II

Qualifications for Membership

Section 1.

The membership shall generally be limited to Staff Employees, Staff Agents and civilian and military details to the Central Intelligence Agency. However, upon the specific approval of the Board of Directors, certain Contract Employees may also be eligible for GEHA membership.

Section 2.

Any person who is eligible for membership must make application therefor in writing. The Board of Directors, or their duly authorized representatives, must accept or reject any such application, and such action thereon shall be final. Retention of membership shall be at the discretion of the Board of Directors.

Article III

Membership Fee and Dues

Section 1.

Any person eligible for membership shall, upon applying therefore, pay a membership fee and such dues as may be prescribed by the Board of Directors.

Article IV

Meetings of Members

Section 1.

The annual meeting of the members shall be held during January of each year at the headquarters of the Central Intelligence Agency at such time and date as the Board of Directors shall designate.

Section 2.

At least 10 days before the date of any annual or special meeting of the members, the Secretary shall cause to be published through established Agency facilities or otherwise, a notice of such annual or special meeting setting forth the date, time, and place of such meeting and in case of a special meeting, the purpose thereof.

Section 3.

Special meetings of the members shall be called by any officer on the written request of at least three members of the Board of Directors or twenty members of the Association. Only the business for which such special meeting is called shall be considered.

Section 4.

The order of business at all annual and special meetings of the Association shall be as follows, insofar as such order may be consistent with the purpose of the meeting:

1. Ascertainment that a quorum is present.
2. Reading of the minutes of the last meeting.
3. Reports of officers
4. Reports of committees.
5. Unfinished business.
6. New business.
7. Election of Directors.

The members assembled at any annual meeting may suspend the order of business upon a two-thirds vote of the members present at the meeting.

Section 5.

Except as hereinafter provided, at annual or special meetings 15 members physically present shall constitute a quorum. If no quorum is present, an adjournment may be taken to a date not fewer than 7 nor more than 15 days thereafter; and the members present at such adjourned meeting shall constitute a quorum, regardless of the number of members present. The same notice shall be given for the adjourned meeting as is prescribed in Section 2 of this Article for the original meeting, except such notice shall be given not fewer than 5 days previous to the date of the meeting as fixed in the adjournment.

Article V

Board of Directors

Section 1.

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The Board of Directors shall consist of seven members, all of whom shall be members of the Association and Staff Employees of the Central Intelligence Agency, assigned to headquarters.

See amendments

Section 2.

The Directors shall be elected at the annual meeting of the Association for a term of one year and shall serve without compensation. At least three months prior to the annual meeting, the Board of Directors of the Association shall have appointed a nominating committee of at least three members of the Association. This nominating committee shall present to the annual meeting a slate of nominees for the Board of Directors. (At least ^{ONE} two months prior to the annual meeting, the Secretary of the Association shall have published, through the appropriate medium, notice of the slate of nominees as determined by operational and security requirements. Members of the Association in accessible areas may cast their vote for the slate of directors, or may write-in the names of other nominees if they so choose.) All absentee ballots executed must be received by the Secretary of the Association prior to the close of voting at the annual meeting. The Secretary shall then cause a count to be made of all absentee ballots received and shall integrate said ballots with those cast at the annual meeting. After a full and complete tally of all votes cast, the Secretary shall publish the names of the newly-elected directors through the appropriate medium.

See amendments

Section 3.

Vacancies in the Board, occurring between annual meetings, shall be filled for the unexpired portion of the term by the vote of the remaining Directors. All Directors, elected by the Association, shall continue to hold office until the next annual meeting of the

See amendments

Association shall actually be held, unless they resign their office or are otherwise disqualified by these By-laws in the interim period, in which event the vacancies so resulting shall be filled by the vote of the remaining Directors. From among their membership the Board of Directors shall elect by written ballot a Chairman who shall preside at all Directors' meetings. In the absence of the Chairman, the Directors present shall elect from their number a Chairman pro tempore.

Section 4.

Meetings of the Board of Directors shall be held in the months of February, May, August and December and at such other times as the Chairman deems necessary or any two Directors may request. Notice of the Directors' Meetings shall be given in such manner as the Board of Directors shall by resolution prescribe.

Section 5.

At any meeting of the Board of Directors not less than ²/₃ shall constitute a quorum, counting the Chairman in the number.

✓ Section 6.

The Board of Directors shall establish policy and be responsible for the proper administration and management of the affairs of the Association; and may adopt such rules and regulations for the conduct of its meetings and the management of the Association as it may deem proper, not inconsistent with law, these By-laws, or the operational and security requirements of the Central Intelligence Agency.

Section 7.

The Board of Directors shall also be responsible for causing an independent audit to be made of all Association financial records at least annually.

Section 8.

In case of the absence of any officer of the Association, or for any other reason that the Board of Directors may deem sufficient,

the Board may delegate the powers or duties of such officer to any other officer or to any Director for such time as may be specified.

Article VI

Officers and their Duties

Section 1.

The Officers of the corporation shall be: a President, who may also be a director; a Vice-president; a Treasurer; a Secretary; all of whom shall be elected by the Board of Directors and must be members and Staff Employees. Any two of these offices may be held by one person, except that one person may not hold both the office of President and Vice-president concurrently. The Board of Directors in its discretion may also elect an Assistant Secretary. Unless sooner removed by action of the Board of Directors, resignation or death, the officers elected at the first meeting of the Board of Directors after each annual meeting shall hold office for one year or until the election of his successor.

Section 2.

The President shall: preside at all meetings of the members; after approval by the Board of Directors, execute contracts on behalf of the Association; call meetings as required and perform such other duties as customarily appertain to the office of president or as he may be directed to perform by resolution of the Board of Directors not inconsistent with the provisions of law or these By-laws.

Section 3.

The Vice-president shall have and exercise all the powers, authority, and duties of the President during the absence of the latter or his inability to act.

Section 4

The Treasurer shall keep a true and faithful individual account with each member; keep a true and faithful account and custody of monies, assets, and investments received on behalf of the Association, and of all monies disbursed, and for what purpose; keep the fund of the Association as a deposit or deposits in the name of the Association in such banks or trust companies as the Board of Directors may direct; pay out monies of the Association on proper bills or vouchers and endorse negotiable instruments on which the Association is the payee. He shall submit a report at the annual meeting and shall perform all other duties of the office that may properly pertain thereto and shall be bonded in such sum as the Board of Directors may decide. Upon completion of his term of office, for any reason, he shall turn over to his successor, or to such person as the Board of Directors may designate, all funds, papers, books, and other property of the Association of whatsoever nature, and wherever located, that may be in his possession or custody.

Section 5.

The Secretary shall keep the minutes of the meetings of the Directors and members; shall attend to the serving of notices of meetings of Directors and members; shall attend to the correspondence of the Association; and shall perform all other duties incidental to his office.

Article VII

Surplus Funds and Dividends

Section 1.

The Board of Directors shall have authority to invest and expend funds of the Association as they deem best, provided any such investments shall be made only in such securities as are sanctioned by the laws pertaining to the District of Columbia for

the investment of trust funds and shall further have authority to determine policy for the disposition of any insurance dividends under any particular insurance contract, in such manner as it may deem to be in the best interests of the membership.

Article VIII

Amendments to By-laws and Certificate of Incorporation

Section 1.

Amendments to these By-laws may be adopted and amendments to the charter requested by the affirmative vote of a majority of the members of the Board of Directors at any duly held meeting thereof if the members of the Board of Directors have been given 7 days' notice of said meeting and the notice has contained a copy of the proposed amendment or amendments.

The foregoing amended by-laws of the Government Employees' Health Association, Inc. (GEHA, Inc.) were approved by the Board of Directors at a duly constituted meeting on 17 January 1956 and laid over without action until 30 January 1956 at which time they were adopted by the Association at a duly constituted annual meeting.

(SEAL)

30 January 1956
Date

STATINTL

AMENDMENT TO GEHA, INC.

BY - LAWS

The following amendment is hereby made to the GEHA, Inc. By-laws by deleting Article V Section 1 which reads as follows:

"The Board of Directors shall consist of seven members, all of whom shall be members of the Association and Staff Employees of the Central Intelligence Agency, assigned to headquarters."

and substituting in lieu thereof the following Article V, Section 1:

"The Board of Directors shall consist of nine members, all of whom shall be members of the Association and Staff Employees of the Central Intelligence Agency, assigned to headquarters. The nine members shall be elected as follows: 3 from the DD/S component, 3 from the DD/I component, and 3 from the DD/P component."

Amendment is also made to Article V, Section 2 of the GEHA, Inc. By-laws which reads as follows:

"The Directors shall be elected at the annual meeting of the Association for a term of one year and shall serve without compensation. At least three months prior to the annual meeting, the Board of Directors of the Association shall have appointed a nominating committee of at least three members of the Association. This nominating committee shall present to the annual meeting a slate of nominees for the Board of Directors. At least two months prior to the annual meeting, the Secretary of the Association shall have published notice of the slate of nominees through the appropriate medium as determined by operational and security requirements. Members of the Association in accessible areas may cast their vote for the slate of directors or may write in the names of other nominees if they so choose. All absentee ballots executed must be received by the Secretary of the Association prior to the close of voting at the annual meeting. The Secretary shall then cause a count to be made

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